

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

<p>GOVERNMENT DEVELOPMENT BANK FOR PUERTO RICO,</p> <p style="text-align: center;">Applicant.</p>	<p>PROMESA Title VI</p> <p>Case No. 18-1561 (LTS)</p>
<p>In re:</p> <p>THE FINANCIAL OVERSIGHT AND : PROMESA MANAGEMENT BOARD FOR PUERTO RICO,</p> <p style="text-align: center;">as representative of</p> <p>THE COMMONWEALTH OF PUERTO RICO, et al.,</p> <p style="text-align: center;">Debtors.¹</p>	<p>PROMESA Title III</p> <p>Case No. 17-BK-3283 (LTS)</p> <p>(Jointly Administered)</p>
<p>THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THE DEBTORS (OTHER THAN COFINA),</p> <p style="text-align: center;">Plaintiff,</p> <p>v.</p> <p>THE COMMONWEALTH OF PUERTO RICO, THE PUERTO RICO FISCAL AGENCY AND FINANCIAL ADVISORY AUTHORITY, THE</p>	<p>Adv. Proc. No. 18-00101 (LTS)</p>

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747).

GOVERNMENT DEVELOPMENT BANK FOR
PUERTO RICO, AND THE FINANCIAL
OVERSIGHT AND MANAGEMENT BOARD
FOR PUERTO RICO,

Defendants.

**ORDER SETTING A SCHEDULE FOR THE COMMITTEE'S DERIVATIVE
STANDING MOTION AND THE ADVERSARY COMPLAINT**

Upon the informative motion (the "Motion")² of GDB, AAFAF, and the Oversight Board for entry of a scheduling order regarding the Derivative Standing Motion and Adversary Complaint, as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with PROMESA sections 106(a) and 601; and the Court having found that the relief requested in the Motion is in the best interests of GDB and its creditors, and any interested parties; and after due deliberation and sufficient cause of appearing therefor, it is **HEREBY ORDERED THAT**:

1. A hearing on the Derivative Standing Motion and any motions to dismiss the Adversary Complaint for lack of standing shall be held before the Honorable Laura Taylor Swain, United States District Judge, in Room 17-C of the United States District Court for the Southern District of New York on **October 3, 2018 at 2:00 p.m. (Atlantic Standard Time)**. The hearing may be continued from time to time by the Court without further notice other than adjournments announced in open Court or by orders entered on the docket.

2. The deadline for any party to object to the Derivative Standing Motion (each a "**Derivative Standing Objection**") and move to dismiss the Adversary Complaint for lack of standing (each, a "**Motion to Dismiss**") is **September 21, 2018 at 11:59 p.m. (Atlantic Standard Time)**.

² Capitalized terms used by not defined herein shall have the meanings used in the Motion.

3. The deadline to respond to a Derivative Standing Objection and a Motion to Dismiss is **September 28, 2018 at 11:59 p.m. (Atlantic Standard Time)**.

4. The deadline to reply to any objection to a Motion to Dismiss is **October 1, 2018 at 5:00 p.m. (Atlantic Standard Time)**.

5. Any objections or responses related to the Derivative Standing Motion or the Motion to Dismiss must: (i) be in writing; (ii) conform to the applicable Local Rules and PROMESA; (iii) set forth the name of the objecting party, the basis for the objection, and the specific ground thereof; and (iv) be filed with the Court, together with proof of service.

6. A further hearing to consider any Supplemental Dispositive Motion (as defined herein) in the Adversary Complaint shall be held before the Honorable Laura Taylor Swain, United States District Judge, in Room 17-C of the United States District Court for the Southern District of New York, on **November 13, 2018 at 11:00 a.m. (Atlantic Standard Time)**. The hearing may be continued from time to time by the Court without further notice other than adjournments announced in open Court or by orders entered on the docket.

7. The deadline for any party to make any motion pursuant to Rule 12 of the Federal Rules of Civil Procedure and/or move for summary judgment (each, a “**Supplemental Dispositive Motion**”) with respect to the Adversary Complaint is **October 10, 2018 at 5:00 p.m. (Atlantic Standard Time)**.

8. Any party wishing to respond to a Supplemental Dispositive Motion must file a response by **October 24, 2018 at 5:00 p.m. (Atlantic Standard Time)**.

9. Any party wishing to file a reply in support of a Supplemental Dispositive Motion must do so by **November 7, 2018 at 5:00 p.m. (Atlantic Standard Time)**.

10. Any objections or responses related to any Supplemental Dispositive Motion must: (i) be in writing; (ii) conform to the applicable Local Rules and PROMESA; (iii) set forth the name of the objecting party, the basis for the objection, and the specific ground thereof; and (iv) be filed with the Court, together with proof of service.

11. This Order is without prejudice to GDB's, AAFAF's, the Oversight Board's, or the Committee's right to seek extensions to any of the deadlines set forth herein.

12. GDB, AAFAF, and the Oversight Board are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order.

13. This Court shall retain jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

SO ORDERED.

Dated: September 17, 2018

/s/ Laura Taylor Swain
Laura Taylor Swain
United States District Judge